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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 DEC 22 P 3:33

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FLORIDA PROFIT CORPORATION OR P.A.

magic power auto center, inc.

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ARTICLES OF INCORPORATION

OF

MAGIC POWER AUTO CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We hereby associate to form a stock corporation under the provisions of Chapter 607 of the laws of the State of Florida and to that end set forth the following:

ARTICLE I: NAME OF CORPORATION

The name and the address of the Corporation is: Magic Power Auto Center, Inc., 5900 NW 22nd Avenue, Miami Florida 33142

ARTICLE II: PURPOSES OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any or all lawful business for which corporation may be incorporated under Florida's statutory corporation law or under any act amendatory thereof supplemental there to or in substitution therefore.

ARTICLE III: TERM AND COMMENCEMENT OF EXISTENCE

The corporation is to exist perpetually. This corporation shall commence to exist on January 1st, 2006

ARTICLE IV: CAPITALIZATION

A. The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED(100), to consist of ONE (1) class only, the par value of such shares to be at ONE DOLLAR (\$1.00) per share.

B. The Board of Directors of Corporation is hereby empowered to authorize and direct the issuance from time to time of shares of this stock of any class, and/or securities convertible into stock of any class, wether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations, restrictions and procedures, if as may be set forth herein, in the Bylaws of the Corporation or by law.

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C. The Board of Directors of the Corporation is hereby empowered to classify or reclassify unissued shares by fixing or altering in any respect before the issuance thereof, the other rights subject to such limitations, restrictions and procedures, if any, as may be set forth herein, in the Bylaws of the Corporation, or by law. In the event the Board of Directors shall make such classification or reclassification, Articles Of Amendment setting forth the terms of such classification or reclassification shall be executed on behalf of the Corporation in the manner as may be required either herein or by law.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock, but not treasury stock, of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rate share at the price at which it is offered to others.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 5900 NW 22nd Avenue Avenue, Miami Florida 33142 and the name of the initial registered agent at such address is Murtada Modather, director of the Corporation and resident of the State of Florida.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two(2). The names and addresses of the Directors who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

Pres/Dir	Majid Mahdi 1080 NW 79 th Street # 10 Miami, Florida 33150
Vice Pres/Dir	Murtada Modather 5900 NW 22 nd avenue Miami, Florida 33137

The number of Directors of the Corporation may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1). The manner in which Directors shall be chosen and removed from office, their qualifications, powers compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meeting of the Board of Directors shall be as stated in the Bylaws.

ARTICLE VIII: AMENDMENT OF ARTICLE OF INCORPORATION

The provisions below shall govern amendment of the Articles of Incorporation.

A. These Articles of Incorporation may be amended from time to time in any or as many respects as may be desired, provided the amendment contains only such provision as might be lawfully contained in any original articles of incorporation at the time of making such amendment.

B. Any proposed amendment to these Articles of Incorporation shall be adopted upon receiving the affirmative vote of more than two-thirds of the shares entitled to vote thereon; however, in the event any class or series of shares is entitled to vote thereon as class, the proposed amendment shall be adopted only upon receiving the affirmative vote of the holders of more than two-thirds of the shares of each class or series of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. Provided, however, that if no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

C. The procedure for amending these Articles of Incorporation shall be as follows:

1). The Board of Directors shall adopted a resolution setting forth the proposed amendment and finding that it is in the best interest of the Corporation, and if shares have been issued, directing that it be submitted to the vote at a meeting of stockholders, which may be either an annual or a special meeting. If no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

2). Notice accompanied by a copy of proposed amendment shall be given to each stockholder of record entitled to vote thereon within the time and in the manner provided in the Bylaws for giving of notice of such meeting of stockholders.

3). At such meeting a vote of stockholders entitled to vote thereon shall be taken on the proposed amendment.

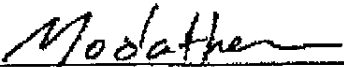
ARTICLE IX: BYLAWS

The power to adopt, alter amend or repeal Bylaws shall be vested solely in the shareholders.

ARTICLE X: INCORPORATOR

The name and address of the person signing these Articles is: Murtada Modather, 5900 NW 22nd Avenue Miami, Florida 33142

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 21st day of December, 2005 and acknowledge the same to be my act.


Murtada Modather, Incorporator

Prepared by: Ahmed Jabbour, AJ Accounting Services, Inc. 10255 NW 9 ST Circle # 102, Miami, FL 33172

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CERTIFICATE DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Magic Power Auto Center, Inc.
2. The name and address of the registered agent and office is:

Murtada Modather
5900 NW 22nd Avenue
Miami, FL 33142

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Modather
DATE Dec 21, 2005

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2005 DEC 22 P 3 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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